

EXHIBIT 2

**UNITED STATES OF AMERICA
BEFORE THE FEDERAL TRADE COMMISSION**

In the Matter of

UNION OIL COMPANY OF CALIFORNIA,

a corporation.

DOCKET NO. 9305

RESPONDENT'S FIRST SET OF INTERROGATORIES

Respondent Union Oil Company of California ("Unocal"), pursuant to Rules 3.35(a)(1) and 3.37(a) of the Federal Trade Commission's ("FTC") Rules of Practice for Adjudicative Proceedings, hereby requests that Complaint Counsel serve upon Respondent a written response to the following interrogatories within thirty (30) days after service of these interrogatories.

DEFINITIONS

1. "Identify" means to specify in detail and to particularize the content of the answer to the question and not just to state the reply in summary or outline fashion. Specifically:

a. "Identify," when used in reference to a document, means to set forth (i) the name and address of the author of the document; (ii) the name and address of all recipients of a copy of the document, if any; (iii) the date of the document; and (iv) to identify and describe the content of the document in detail.

b. "Identify," when used in reference to a natural person, means to set forth that person's (i) name; (ii) present title or position and area of responsibility; (iii) present or last known business and home address; and (iv) present or last known employer. For any person identified, if any of the above information was different at the time with which a particular interrogatory is concerned, supply both current information and such different information as

applies to the time in question. Once a person has been identified properly, it shall be sufficient thereafter to identify the individual by name only.

c. "Identify," when used in reference to a corporation or any other entity, means to set forth the address of its principal place of business. Once an entity has been identified properly, it shall be sufficient thereafter to identify the entity by name only.

d. "Identify," when used in reference to an event, mean to state all relevant facts relating to that event.

2. The term "document" means the complete original or a true, correct and complete copy and any non-identical copies of any written or graphic matter, no matter how produced, recorded, stored or reproduced, including, but not limited to, any writing, letter, envelope, telegram, meeting minute, memorandum, statement, affidavit, declaration, book, record, survey, map, study, handwritten note, working paper, chart, index, tabulation, graph, tape, data sheet, data processing card, printout, microfilm, index, computer readable media or other electronically stored data, appointment book, diary, diary entry, calendar, desk pad, telephone message slip, note of interview or communication or any other data compilation in your possession, custody or control, including all drafts of all such documents. "Document" also includes every writing, drawing, graph, chart, photograph, phono record, tape and other data compilations from which information can be obtained, translated, if necessary, by the FTC through detection devices into reasonably usable form, and includes all drafts and all copies of every such writing or record that contain any commentary, notes, or marking whatsoever not appearing on the original.

3. "You," for purposes of these interrogatories, means the FTC or any of its present or former employees, agents, attorneys, consultants, and all other persons acting or purporting to act on its behalf.

4. "FTC" means the Federal Trade Commission and any bureau, division, office, or subpart thereof.
5. "Unocal," for purposes of these interrogatories, means the Union Oil Company of California, Unocal Corporation and any subsidiary or division thereof.
6. "CARB" means the California Air Resources Board and any bureau, division, office, or subpart thereof.
7. "RFG" means reformulated gasoline.
8. "CARB Phase 2 RFG Regulations" means the regulations relating to low emission, reformulated gasoline adopted by CARB in November 1991 and the amendments thereto adopted by CARB in June 1994, as referenced in paragraphs 44 and 47 of the Complaint..
9. "Complaint" means the Complaint filed by the FTC in this matter against Respondent Unocal on or about March 4, 2003.
10. "Person" means natural persons, and without limitation, other entities such as corporations, partnerships, associations, government agencies, or other similar organizations.
11. "Relate" or "relating to" means in whole or in part constituting, containing, concerning, discussing, describing, analyzing, identifying or stating.
12. The use of the singular shall be deemed to include the plural and vice versa. The terms "and" and "or" shall be interpreted liberally as conjunctive, disjunctive, or both, depending on the context, so as to have their broadest meaning. Whenever necessary to bring within the scope of a request all the documents that might otherwise be construed to be outside its scope, the use of a verb in any tense shall be construed as the use of the verb in all other tenses. The term "all" includes any and vice versa.

INSTRUCTIONS

1. Each interrogatory shall be answered fully in writing under oath.

2. Each interrogatory shall be answered upon your entire knowledge from all sources, including all information in the possession, actual or constructive, of you or your attorney, you and your investigators, or persons working on your or their behalf.

3. If, after exercising due diligence, you cannot answer the following interrogatories, so state and answer to the extent possible, specifying your inability to answer the remainder. State whatever information or knowledge you have concerning the unanswered portion, and detail what you did in attempting to secure the unknown information. Estimated dates should be given when, but only when, exact dates cannot be supplied. Any estimates should be identified as such. The sources and means of derivation of each estimate should be specifically set forth.

4. If you object to a portion or an aspect of any interrogatory, state the grounds for your objection with specificity and answer the remainder of the interrogatory. If any information called for by any interrogatory is withheld because you claim that such information is protected under the attorney-client privilege, work product doctrine, or other privilege or doctrine, you are requested to so state, specifying for each such source of the information (i.e., document or communication) all applicable information required pursuant to Rule 3.38A of the FTC Rules of Practice, 16 C.F.R. § 3.38A.

5. The person or persons who provide information in answers to the interrogatories will each identify which answers have been provided and furnish his or her name, address, and title. The answers are to be signed by the person making them, and any objections signed by the attorney making them.

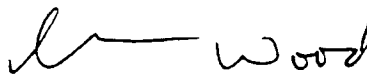
6. These interrogatories are continuing in nature, and you are requested to supplement your responses when additional information responsive to these interrogatories subsequently becomes available, whether directly or indirectly.

INTERROGATORIES

1. With respect to the Complaint's allegation that but for Unocal's alleged fraud, CARB would not have adopted RFG regulations that substantially overlapped with Unocal's patent claims, identify with specificity the terms of the alternative regulations that you claim CARB would have adopted (hereinafter "the Alternative Regulations"), including without limitation the fuel compositions (including specification for each parameter included in the CARB Phase 2 RFG Regulations) or predictive model parameters in the Alternative Regulations, the total anticipated reduction in individual criteria pollutants under such Alternative Regulations, and the anticipated savings or increases in capital expenditures and operating costs under such Alternative Regulations as compared to the CARB Phase 2 Regulations. Identify in your response each analysis, report, study, memorandum, or other document that refers or relates to any of the foregoing matters.

2. With respect to the Complaint's allegation that but for Unocal's alleged fraud, "the terms on which Unocal was later able to enforce its proprietary interests would have been substantially different," identify with specificity the actions that CARB would have taken to cause such terms to be substantial different and the manner in which those terms would have differed from the terms on which Unocal has exercised its rights under its patents. Identify in your response each analysis, report, study, memorandum, or other document that refers or relates to any of the foregoing matters.

Respectfully submitted,



Joseph Kattan, P.C.
J. Christopher Wood
GIBSON, DUNN & CRUTCHER LLP
1050 Connecticut Avenue, N.W.
Washington, D.C. 20036-5303

(202) 955-8500

-and-

Martin R. Lueck
David W. Beehler
Sara A. Poulos
Diane L. Simerson
Bethany D. Krueger
Steven E. Uhr
ROBINS, KAPLAN, MILLER & CIRESI L.L.P.
2800 LaSalle Plaza
800 LaSalle Avenue
Minneapolis, MN 55402
(612) 349-8500

Attorneys for Respondent Union Oil Company of California

Dated: March 14, 2003


CERTIFICATE OF SERVICE

I hereby certify that on March 14, 2003, I caused a copy of the attached Respondent's First Set of Interrogatories to be served upon the following persons in the manner set forth below:

BY HAND:

J. Robert Robertson, Esq.
Lead Complaint Counsel
Bureau of Competition
Federal Trade Commission
600 Pennsylvania Ave. NW
Room 380
Washington, DC 20580

Chong S. Park, Esq.
Complaint Counsel
Bureau of Competition
Federal Trade Commission
601 New Jersey Ave., NW
Washington, DC 20580



J. Christopher Wood